

- Convenience Translation -

Proposal of the General Partner and the Supervisory Board of Fresenius SE & Co. KGaA on the allocation of the distributable profit for the financial year 2017 ended on December 31, 2017

Agenda item 2 of the Annual General Meeting 2018 of Fresenius SE & Co. KGaA: Resolution on the Allocation of the Distributable Profit

The General Partner and the Supervisory Board propose to allocate the distributable profit of Fresenius SE & Co. KGaA in the amount of Euro 416,396,303.11 shown in the annual financial statements for the fiscal year 2017, as follows:

Payment of a dividend of Euro 0.75 per share	
on the 554,710,473 shares entitled to a dividend	Euro 416,032,854.75
The dividend is payable on May 24, 2018.	
Balance to be carried forward	<u>Euro 363,448.36</u>
	Euro 416,396,303.11

The number of shares entitled to a dividend may change prior to the Annual General Meeting. In such cases, an appropriately adjusted proposal for the resolution on the allocation of the distributable profit shall be put to the Annual General Meeting, based on an unchanged distribution of Euro 0.75 per share entitled to a dividend.

Bad Homburg v.d.H., March 2018

Fresenius SE & Co. KGaA

**The General Partner
Fresenius Management SE
The Management Board**